

RECORDATION NO. 6218-6 Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

THIS AMENDMENT TO LEASE OF RAILROAD EQUIPMENT (the "Amendment") entered into this 28th day of February, 1972 by and between Greyhound Leasing & Financial Corporation, a Delaware corporation (the "Lessor") and George P. Baker, Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, as Trustees of the property of Penn Central Transportation Company, Debtor, (the "Railroad") and the successors of said Trustees, or any of them, (the "Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee did on the 23rd day of June, 1971 enter into a Lease of Railroad Equipment (the "Lease") whereby Lessor did lease to Lessee 2,520 open top hopper cars; and

WHEREAS, Lessor and Lessee have agreed to enter into an additional lease for railroad equipment for an additional 1,500 open hopper cars; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein the parties hereto do mutually agree to amend the Lease as follows:

Subparagraph (a) of Section 11 of the Lease is hereby amended so as to strike the semi-colon after Lessees and to add " or an Event of Default shall occur under that Lease of Railroad Equipment between Lessor and Lessee dated

IN WITNESS WHEREOF, the parties hereto have executed
this Amendment as of the day and year first above written.

GREYHOUND LEASING & FINANCIAL
CORPORATION

ATTEST:

By

Richard E. Walters

Vice President

David H. Reutzel
Secretary

GEORGE P. BAKER, RICHARD C. BOND,
JERVIS LANGDON, JR. and WILLARD WIRTZ,
TRUSTEES OF THE PROPERTY OF PENN
CENTRAL TRANSPORTATION COMPANY, DEBTOR

WITNESS:

By

W. C. Dineen

Vice President-Finance & Accounting

W. S. Taylor

ASSISTANT SECRETARY

ARIZONA
STATE OF ~~ILLINOIS~~)
MARICOPA) SS:
COUNTY OF ~~COCHISE~~)

On this 28th day of February, 1972 before me personally appeared Richard L. Walter to me personally known, who, being by me duly sworn, said that he is a Vice President of Greyhound Leasing & Financial Corporation, that said instrument was signed this day on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Claire Miller

NOTARY PUBLIC

My Commission expires my Commission Expires April 16, 1973

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) ss.

On this 25th day of February, 1972, before me personally appeared W. R. Divine, to me personally known, who being by me duly sworn said that he is Vice President-Finance and Accounting of PENN CENTRAL TRANSPORTATION COMPANY, DEBTOR, George P. Baker, Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, Trustees, that said instrument was signed on behalf of said Trustees by authority of the Trustees and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustees.

Catherine M. Pfeiffer

NOTARY PUBLIC

CATHERINE M. PFEIFFER

Notary Public, Philadelphia, Philadelphia Co.

My Commission expires

My Commission Expires October 8, 1973

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NOTICE OF ASSIGNMENT

This is to advise that, effective April 1, 1976,
12:01 a.m., the Financing Agreement described below has
been assigned to the Consolidated Rail Corporation by the
Trustees of: Penn Central Transportation Company
Six Penn Center Plaza
Philadelphia, PA 19104

The Financing Agreement is a Lease Agreement
, dated 6/23/71
bearing the ICC recordation number 6218
The payee's name and address is:

Greyhound Leasing and Financial Corp.
Greyhound Tower
Phoenix, Arizona 85077

This Notice of Assignment has been placed in the
file of the ICC recordation number listed above and the entire
assignment is contained in the ICC recordation file stamped
in the margin of this assignment. A copy hereof will be
promptly mailed to the payee listed above for distribution
to the beneficial holder(s) of the Financing Agreement described
in this Notice of Assignment.

Consolidated Rail Corporation